

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE MEMBERS OF  
THE MIDWEST DATA COMPANY, LLC**

North Canton, Ohio, effective October \_\_\_, 2021

The undersigned, being all of the Members of **The Midwest Data Company, LLC**, an Ohio limited liability company (the “Company”), hereby waive any and all notice required by statute, regulation, or otherwise, and in lieu of action taken at a meeting pursuant to Section 6.2(c) of the Company’s Operating Agreement, do hereby take and adopt the following:

**Authority for Corporation to File for Bankruptcy**

WHEREAS, the Company has entered a period of extreme financial distress and may be unable to pay its debts as they come due; and

WHEREAS, the Company would be best served by commencing a chapter 11 case under the provisions of Subchapter V of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of the Members, it is in the best interests of the Company that the Company commence a chapter 11 case by filing a voluntary petition under the provisions of Subchapter V of Chapter 11 of Title 11 of the Bankruptcy Code; and

RESOLVED, that David Stanfill, President, of the Company, be and is hereby authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Ohio (the “Bankruptcy Court”) at such time as said authorized officer executing the same shall determine; and

RESOLVED, that the appropriate officers of the Company be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Company to execute and file all petitions, schedules, lists, and other papers and to take any and all actions that any of the authorized officers may deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of the case.

**Retention of Chapter 11 Professionals**

WHEREAS, to guide the Company through the Chapter 11 process, the Company will need to retain and employ certain professionals and consultants.

NOW, THEREFORE, BE IT:

RESOLVED, that the law firm of Brouse McDowell, LPA shall continue to be employed as attorneys for the Company in the Company’s chapter 11 case; and

RESOLVED, that the appropriate officers be, and hereby are, authorized and empowered on behalf of, and in the name of the Company to retain and employ other attorneys, investment bankers,

accountants, financial advisors and other professionals to assist in the Company's chapter 11 case and on such terms as are deemed necessary, proper or desirable.

### **Debtor-In-Possession Financing**

WHEREAS, the Company intends to enter into debtor-in-possession financing (the "DIP Financing") with Instantiation LLC and/or its participants and assigns (the "DIP Lender"); and

WHEREAS, the DIP Financing is to be documented pursuant to that certain Loan Agreement and other ancillary documents described therein (collectively, the "DIP Loan Documents"); and that the undersigned believe it is in the best interests of the Company to enter into the DIP Loan Documents and consummate the DIP financing

NOW, THEREFORE, BE IT:

RESOLVED, that the Company, borrow debtor-in-possession financing upon the terms and subject to the conditions set forth in the DIP Loan Documents, and grant to the DIP Lender such mortgages on, and security interests in, the property of the Company and of the bankruptcy estate of the Debtor, upon the terms and subject to conditions substantially as set forth in the DIP Loan Documents and upon such other or additional terms and conditions as the officers of this Company, or any one of them may deem necessary, advisable or appropriate; and that any of the officers of this Company be, and hereby are, authorized and directed on behalf of this Company to execute and deliver to the lenders of such debtor-in-possession financing such loan documents and related documents, instruments and other papers and to make such filings and take such other measures as may be necessary or required by such lenders to obtain and secure such debtor-in-possession financing; and

RESOLVED, that the form, terms and provisions of each of the DIP Loan Documents, to be in substantially the same form as presented to the Members or otherwise, upon the terms and subject to conditions consistent with the provisions previously negotiated by the officers of the Company and customary for transactions of this type, with such changes as the officers of the Company or any of them may deem to be in the best interests of the Company, the granting of security interests thereunder and any other transactions contemplated by the DIP Loan Documents, be, and they hereby are, authorized and approved in all respects; and the execution and delivery of such DIP Loan Documents shall be deemed conclusive evidence that the same are in all respects authorized and approved;

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered to execute and deliver for and on behalf of the Company, as debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the officer or officers so acting; and

### **Sale of Assets; Plan of Reorganization/Liquidation**

WHEREAS, the Company would be best served by contacting and working with potential buyers of Company's assets whether via a sale pursuant to applicable provisions of Chapter 11 of the Bankruptcy Code or otherwise.

NOW, THEREFORE, BE IT:

RESOLVED, that the appropriate officers of the Company and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized and

empowered on behalf of, and in the name of, the Company to cause the Company to file such plans of reorganization or liquidation or conduct a sale under Section 363 of the Bankruptcy Code as may be authorized by the undersigned, and any and all authorized modifications, supplements or amendments thereto, and such other agreements, instruments and documents as may be necessary, appropriate or desirable in connection with such plans and to make such motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable for the successful confirmation of such plans; and

RESOLVED, that the appropriate officers of the Company, and agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized and empowered to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or filings of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer shall be or become necessary, proper and desirable to prosecute to a successful completion the chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions.

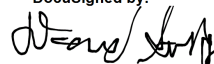
#### **Ratification**

RESOLVED, that any and all past actions heretofore taken by officers and members of the Company in the name of and on behalf of the Company in furtherance of any or all of preceding resolutions be, and the same hereby are ratified, approved and adopted in their entirety.

RESOLVED, that any third party may rely upon these resolutions without further act or action by the Corporation and that these resolutions shall remain in full force and effect notwithstanding the subsequent death or incapacitation of any signatory hereto.

*(signature page to follow)*

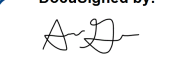
**MEMBERS:**

DocuSigned by:  
  
EFD06452F7B04BB...


David Stanfill

DocuSigned by:  
  
855F3A34B4D748E...

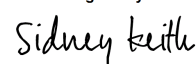
Jessica Gritzan

DocuSigned by:  
  
357B8F0662E848A...

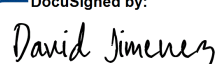
Andrew Gould

DocuSigned by:  
  
125983A89D17454...

Kyle Slutz

DocuSigned by:  
  
0113F7A42D664B2...

Sidney Keith

DocuSigned by:  
  
C74240D6366840F...

George Jimenez

1349721

(Signature Page to Action by Written Consent of Members of The Midwest Data Company, LLC)